

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
Debtors.¹	: (Jointly Administered)
-----X	

**STATEMENT OF THE DEBTORS CERTIFYING
COMPLIANCE WITH ORDER AUTHORIZING DEBTORS TO
EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE
OF BUSINESS OCTOBER 1, 2019 TO DECEMBER 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On February 12, 2019, the United States Bankruptcy Court for the Southern District of New York entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”).

PLEASE TAKE NOTICE that the Debtors hereby certify compliance with the terms of the Amended Order.

PLEASE TAKE FURTHER NOTICE that the following fees and expenses were paid to Ordinary Course Professionals from October 1, 2019 through December 31, 2019:

Tier 1 Ordinary Course Professionals

Professional	Fees and Expenses Paid In			Q4 2019
	Oct-19	Nov-19	Dec-19	
Conyers Dill & Pearman	-	-	\$56,791.58	\$56,791.58
Day Pitney LLP	-	-	23,722.61	23,722.61
Keightley & Ashner LLP	-	-	26,506.50	26,506.50
Lenczner Slaght Royce Smith Griffin LLP	-	-	58,307.12	58,307.12
Pettit Kohn Ingrassia & Lutz PC	-	144.43	8,702.43	8,846.86
Reed Smith, LLP	-	-	67,744.19	67,744.19
Schuster Aguilo LLC	-	-	16,350.01	16,350.01
Total	-	\$144.43	\$258,124.44	\$258,268.87

Tier 2 Ordinary Course Professionals

Professional	Fees and Expenses Paid In			Q4 2019
	Oct-19	Nov-19	Dec-19	
Economics Laws Practice, Advocates & Solicitors	-	\$124,150.00	-	\$124,150.00
Neal Gerber & Eisenberg LLP	-	-	18,928.65	18,928.65
Pierce Atwood	-	-	1,286.10	1,286.10
Swanson, Martin & Bell, LLP	-	43.94	-	43.94
Von Wobeser y Sierra, S.C.	-	114,106.63	-	114,106.63
Wagner & Saenz, L.L.P.	-	-	206.32	206.32
Total	-	\$238,300.57	\$20,421.07	\$258,721.64

Tier 3 Ordinary Course Professionals

	Fees and Expenses Paid In			
Professional	Oct-19	Nov-19	Dec-19	Q4 2019
Seyfarth Shaw LLP	\$276.62	-	-	\$276.62
Total	\$276.62	-	-	\$276.62

Dated: February 3, 2020
New York, New York

/s/ Sunny Singh
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